

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 7☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Northstar Healthcare Holdings, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 11 - 3808022

4. Debtor's address

Principal place of business

11700 Katy Freeway

Number Street

Suite 300Houston

City

TX

State

77079

ZIP Code

Mailing address, if different from principal place of business

Number Street_____
P.O. Box_____
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street_____
City State ZIP Code5. Debtor's website (URL) www.nobilishealth.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Northstar Healthcare Holdings, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.6 2 2 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See attached list. Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor **Northstar Healthcare Holdings, Inc.**
Name

Case number (if known) _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Northstar Healthcare Holdings, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/21/2019
MM / DD / YYYY /s/ Samuel Palermo

Signature of authorized representative of debtor

Samuel Palermo

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

 /s/ Robert J. Dehney

Signature of attorney for debtor

Date 10/21/2019

MM / DD / YYYY

Robert J. Dehney

Printed name

Morris, Nichols, Arsht & Tunnell LLP

Firm name

1201 North Market Street - P.O. Box 1347

Number Street

Wilmington

City

DE 19899-1347

State ZIP Code

302-658-9200

Contact phone

rdehney@mnat.com

Email address

3578

Bar number

DE

State

RIDER**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On October 18, 2019, each of the affiliated entities listed below (including the debtor in this chapter 7 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

Entity Name	Federal Employer Identification Number (EIN)
Nobilis Health Corp.	98-1188172
Northstar Healthcare Holdings, Inc.	11-3808022
Northstar Healthcare Acquisitions, L.L.C.	76-0837460

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NORTHSTAR HEALTHCARE HOLDINGS,
INC.²

Debtor.

Chapter 7

Case No. 19-_____

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule Bankruptcy Procedure 1007(a)(1), other than a governmental unit, all corporation(s) that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

SHAREHOLDER	CLASS	EQUITY SECURITY%
Nobilis Health Corp.	Common Shares	100%

² The last four digits of the Debtor's federal tax identification number are 8022. The Debtor's corporate headquarters and mailing address is 11700 Katy Freeway, Suite 300, Houston, TX 77079.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NORTHSTAR HEALTHCARE HOLDINGS,
INC.¹

Debtor.

Chapter 7

Case No. 19-_____

LIST OF EQUITY SECURITY HOLDERS

The above-captioned debtor and debtor-in-possession hereby submits the list attached hereto as **Exhibit A**, pursuant to Federal Rule Bankruptcy Procedure 1007(a)(3), containing the List of Equity Security Holders of the Debtor.

¹ The last four digits of the Debtor's federal tax identification number are 8022. The Debtor's corporate headquarters and mailing address is 11700 Katy Freeway, Suite 300, Houston, TX 77079.

Exhibit A

List of Equity Security Holder

Entity Name	Mailing Address	Common Shares
Nobilis Health Corp.	11700 Katy Frwy., Suite 300 Houston, TX 77079	27,334

**ACTION BY CONSENT OF THE
BOARD OF DIRECTORS
OF
NORTHSTAR HEALTHCARE HOLDINGS, INC.**

October __, 2019

The undersigned, being the duly elected and incumbent members of the board of directors (the “**Board**”, and each a “**Director**”) of Northstar Healthcare Holdings, Inc., a corporation formed under the laws of Delaware (the “**Company**”), hereby signs this instrument (this “**Consent**”), in lieu of holding a meeting, to evidence its consent to the resolutions set forth below, with the same force and effect as if said resolutions were adopted by at a duly called meeting of the Board.

NOW BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, its stockholders, and other interested parties for the Company to file a petition in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) seeking relief under chapter 7 of title 11 of the United States Code (the “**Bankruptcy Code**”) and the filing of such petition is authorized hereby; and it is further

RESOLVED, that Sam Palermo (the “**Authorized Person**”) is hereby appointed and authorized, empowered, and directed, on behalf of the Company, to execute and verify a petition in the name of the Company under chapter 7 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Person executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the Authorized Person hereby is authorized, empowered, and directed, on behalf of and in the name of the Company, to execute, verify, and file, or cause to be filed, executed, or verified, all necessary documents, including all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that regard to employ and retain such assistance of legal and financial advisors and other professionals and to take any and all action that they deem necessary, proper, or desirable in connection with the chapter 7 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Person to seek relief on behalf of the Company under chapter 7 of the Bankruptcy Code or in connection with the chapter 7 case or any matter related thereto be, and they hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the Authorized Person is authorized, empowered, and directed, on behalf of and in the name of the Company, to hire the law firm of Morris, Nichols, Arsht & Tunnell LLP as Delaware local counsel and the law firm of Orrick, Herrington & Sutcliffe LLP to render legal services to the Company in connection with the chapter 7 case and any other related matters or proceedings in connection therewith on such terms as the Authorized Person shall approve; and it is further

RESOLVED, that the Authorized Person hereby is authorized, empowered and directed, on behalf of and in the name of the Company, to pay all necessary and reasonable fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

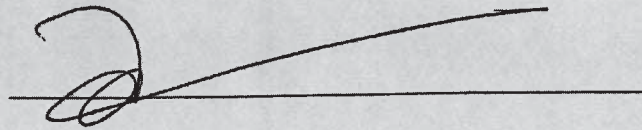
RESOLVED, that in addition to the specific authorizations heretofore conferred, the Authorized Person hereby is, authorized, empowered and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents and to incur all such fees and expenses, on behalf of and in the name of the Company, as in their judgment shall be necessary, appropriate or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Person prior to adoption of these resolutions with respect to the matters contemplated by these resolutions be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

[Signature Page Follows]

This Consent may be executed in any number of counterparts, each of which shall for all purposes be considered an original, and all such counterparts shall constitute one and the same document. Execution of the counterpart by the members of the Board shall effect adoption of the resolutions set forth above as of date first above written.

DIRECTOR

A handwritten signature, appearing to be "H. Fleming", is written over a horizontal line. The signature is in dark ink and is somewhat stylized.

Harry Fleming

Fill in this information to identify the case and this filing:

Debtor Name _____

United States Bankruptcy Court for the: _____ District of _____
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____
Corporate Ownership Statement, List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/21/2019
MM / DD / YYYY

 /s/ Samuel Palermo

Signature of individual signing on behalf of debtor

Samuel Palermo

Printed name
Chief Restructuring Officer

Position or relationship to debtor